

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF**

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

Ballroom 1, Marco Polo Hotel,

C.M. Recto Street, Davao City

June 16, 2008, 2:00 p.m.

Number of Shares Represented: 106,518,999

Number of Shares Outstanding: 143,696,000

Directors Present:

1. Domingo T. Uy (Chairman)
2. Dennis A. Uy (President)
3. Jose Manuel R. Quimson (Director)
4. Socorro T. Ermac-Cabreros (Director & Corporate Secretary)
5. J.V. Emmanuel de Dios (Director)

PROCEEDINGS OF THE MEETING

I. Call to Order

The Chairman, Mr. Domingo T. Uy, called the meeting to order and presided over the proceedings. The Corporate Secretary, Atty. Socorro T. Ermac-Cabreros, recorded the minutes of the meeting.

II. Proof of Notice and Determination of Existence of Quorum

The Corporate Secretary certified that: (i) notice of the meeting together with the agenda and the Definitive Information Statement of the Corporation were sent beginning May 23, 2008 to all stockholders of record as of May 22, 2008 by mail with postage pre-paid, (ii) based on the record of attendance, present in the meeting in person or by proxy were stockholders holding one hundred six million five hundred eighteen thousand nine hundred ninety nine (106,518,999) shares equivalent to seventy four and one-tenth percent (74.1%) of the outstanding capital stock of the Corporation, and (iii) there was, therefore, a quorum to transact business.

III. Report of the President

The Chairman then asked the President of the Corporation, Mr. Dennis A. Uy, for his annual report on the operations of the Corporation

The President reported on the significant business transactions undertaken by Management and the financial targets and achievements for the fiscal year 2007, as well as the prospects for the ensuing year, essentially reflected in the 2007 Annual Report and the Audited Financial Statements of the Corporation for the period ended December 31, 2007 earlier distributed to the stockholders.

The Chairman then opened the floor to the stockholders for questions on the Report of the President. After a few questions and clarifications, a motion was made to approve the Report of the President with the Audited Financial Statements of the Corporation for the period ended December 31, 2007. Upon the request of a stockholder, the Chairman asked the body to vote on the motion by a show of hands. The external auditor of the Corporation, Punongbayan & Araullo, counted the votes in favor of and against the motion.

There being no dissenting votes to the motion, the Report of the President and the Audited Financial Statements of the Corporation for the period ended December 31, 2007 were noted and approved and the following resolution was passed:

RESOLVED, that the Report of the President and the Audited Financial Statements of P-H-O-E-N-I-X Petroleum Philippines, Inc. for the period ended December 31, 2007 be, as it is hereby, approved.

III. Approval and Ratification of the Acts of the Board of Directors, Board Committees and Management during their term of office

The stockholders then proceeded to the next item in the agenda which was the ratification of all acts of the Board of Directors, Board Committees and Management during their term of office, including but not limited to the: (i) incorporation of a new subsidiary to be named Phoenix Realty Corporation and the concomitant investment therein of funds of the Corporation, and (ii) contribution of a maximum of one percent (1%) of the Corporation's annual net income of the previous year to Phoenix Philippines Foundation, Inc. to support its program and projects.

Considering that there were specific acts or transactions which were by law to be approved by the stockholders, a motion was made to approve and ratify all acts of the Board, the Board committees and Management during their term of office including, among others, the: (i) incorporation of a new subsidiary to be named Phoenix Realty Corporation and corresponding investment therein of the Corporation's funds, and (ii) contribution of a maximum of one percent (1%) of the Corporation's annual net income of the previous year to Phoenix Philippines Foundation, Inc. to support its program and projects. Said motion was put to a vote by the stockholders by a raise of hands for counting by the Corporation's external auditor.

There being no dissenting votes, the motion was carried, all acts of the Board, Board committees and Management during their term of office were approved and

ratified by all shares present or represented during the meeting, constituting 74.1%, or more than two-thirds (2/3), of the Corporation's outstanding capital stock through the following resolution.

RESOLVED, that all resolutions, acts and proceedings of the Board of Directors of P-H-O-E-N-I-X Petroleum Philippines, Inc. (the "Corporation") heretofore adopted and taken at several meetings of the Board, including, among others, the: (i) incorporation of a new subsidiary to be named Phoenix Realty Corporation and the concomitant investment therein of the Corporation's funds, and (ii) contribution of a maximum of one percent (1%) of the Corporation's annual net income of the previous year to Phoenix Philippines Foundation, Inc. to support its program and projects, and all acts of the Board committees and of Management during their term of office, be, as they are hereby, approved, ratified and made acts and deeds of the Corporation.

IV. Matters for Shareholders' Approval

The Chairman then presented to the stockholders, the following matters for their consideration and approval:

(a) Amendment to the By-laws of the Corporation

(Closing of Stock and Transfer Books and Setting of Regular Board Meetings on a Quarterly Basis)

Upon motion made and voted upon by the stockholders by a raise of hands, the stockholders, except one (1) stockholder representing five hundred twenty five thousand (525,000) shares who dissented, voted in favor of adopting the following resolution of the Board of Directors:

RESOLVED, that the Board of Directors of P-H-O-E-N-I-X Petroleum Philippines, Inc. (the 'Corporation') does hereby approve the following amendments to Article II, Section 8, and Article III, Section 4 of the New By-laws of the Corporation, to wit:

1. Article II, Section 8

FROM:

"Section 8. **Closing of Transfer Books or Fixing of Record Date** - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to

receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for a stated period, but not to exceed in any case twenty (20) days immediately preceding such meeting.”

TO:

“Section 8. **Closing of Transfer Books or Fixing of Record Date** - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or for any other purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period, and during said period no registration of transfers of stock shall be made. In lieu of closing the stock and transfer book, the Board of Directors may fix in advance a certain date as the record date for any such determination of stockholders.

In case no record date is fixed and the stock and transfer book has not been officially closed, the date on which notice of the annual meeting is mailed, or on which the resolution of the Board of Directors declaring a dividend is adopted, as the case may be, shall be considered the record date for such determination of stockholders. Once a determination of stockholders entitled to vote at any meeting has been made, such determination shall be applied to any adjournment thereof.”

2. Article III, Section 4

FROM

“Section 4. **Meetings** - Regular meetings of the Board of Directors shall be held once a month on such dates and at places as the Chairman of the Board, or upon the request of a majority of the members of the Board of Directors.”

TO

“Section 4. **Meetings** - Regular meetings of the Board of Directors shall be held quarterly on such dates and at places as may be designated by the Chairman of the Board, or upon the request of a majority of the members of the Board of Directors.”

(b) Declaration of Stock Dividends

The Chairman then informed the stockholders that the next item in the agenda is the proposed declaration of stock dividends of the Corporation.

The Corporate Secretary informed the stockholders that the Board of Directors approved the declaration of stock dividends aggregating thirty percent (30%) of the total issued and outstanding shares of the Corporation or a total of forty-three million one hundred eight thousand eight hundred (43,108,800) shares amounting to Forty-Three Million One Hundred Eight Thousand Eight Hundred (₱43,108,800.00), to be subscribed and paid out of the surplus profit of the Corporation as of December 31, 2007. The stock dividend shall increase the paid-up capital of the Corporation from One Hundred Forty Five Million Pesos (₱145,000,000.00) to One Hundred Eighty Eight Million One Hundred Eight Thousand Eight Hundred (₱188,108,800.00).

The Corporate Secretary noted the minimal possibility of fractional shares resulting from the issuance of the stock dividends and that to eliminate the fractional shares the Corporation shall pay the value of the fractional shares in cash at par.

A motion was made to approve the resolution of the Board of Directors authorizing the declaration of stock dividends and to delegate to the Board the fixing of the record date and the date of payment of the stock dividends. The motion was put to a vote by a raise of hands. Upon affirmative vote of the stockholders of the Corporation representing at least two thirds (2/3) of the outstanding capital stock of the Corporation, the following resolutions of the Board of Directors of the Corporation were adopted by the stockholders:

RESOLVED, that the P-H-O-E-N-I-X Petroleum Philippines, Inc. (the "Corporation") hereby approve the declaration of stock dividends aggregating thirty percent (30%) of the total issued and outstanding shares of the Corporation or a total of forty-three million one hundred eight thousand eight hundred (43,108,800) shares amounting to Forty-Three Million One Hundred Eight Thousand Eight Hundred (₱43,108,800.00), to be subscribed and paid out of the surplus profit of the Corporation as of December 31, 2007;

RESOLVED, FURTHER, that the Corporation shall eliminate fractional shares resulting from the issuance of the stock dividends by paying the value of the fractional shares in cash at par.

RESOLVED, FINALLY, that the stockholders of the Corporation delegate to the Board of Directors the authority to fix the record date and the date of issuance of said stock dividends.

V. Election of Directors

The body then proceeded to the election of the members of the Board of Directors of the Corporation for the ensuing year.

Atty. J.V. Emmanuel de Dios, Chairman of the Nominations Committee, reported that there are only seven (7) persons nominated to, and who upon his

Committee's evaluation, qualified for, the seven (7) seats in the Board. He then announced the qualified nominees for directors of the Corporation for the ensuing year:

1. Domingo T. Uy
2. Dennis A. Uy
3. Jose Manuel R. Quimson
4. Socorro T. Ermac-Cabreros
5. J.V. Emmanuel de Dios
6. Ricardo S. Pascua (Independent Director)
7. Monico V. Jacob (Independent Director)

A motion was made and duly seconded to cast all votes of the shareholders present and represented *equally* among the seven nominees and to declare them elected directors of the Corporation for the following term. Considering there were only seven (7) persons nominated to and qualified for the seven (7) seats in the Board, the Corporate Secretary was instructed to cast, as she did cast, all the votes in favor of the seven (7) nominees who were thereupon declared directors to serve for a term of one (1) year and until their successors shall have been elected and qualified.

VI. Appointment of External Auditor

The Chairman then announced that the next item on the agenda is the appointment of the external auditor for the year 2008.

Upon motion made and duly seconded, the shareholders adopted the following resolution:

"RESOLVED, that the stockholders approve, as they hereby approve, the appointment of Punongbayan & Araullo as the external auditor of P-H-O-E-N-I-X Petroleum Philippines, Inc. under such terms and conditions as may be approved by the Board of Directors."

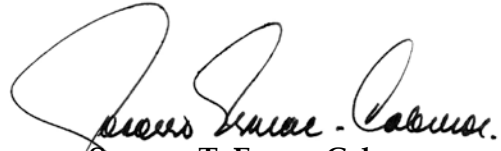
VII. Other Matters

The Chairman then asked the body whether there are any other matters which may be properly taken up by the stockholders. On this note, there was a request for clarification on the contribution by the Corporation of a maximum of one percent (1%) of its annual net income to Phoenix Philippines Foundation, Inc. The Corporate Secretary discussed the nature of the activities of the foundation and clarified that the percentage of contribution is set as a maximum.

VII. Adjournment

There being no further business to transact and upon motion made and duly seconded, the meeting was adjourned.

Certified Correct:


Socorro T. Ermac-Cabreros
Corporate Secretary

Attested:


Domingo T. Uy
Chairman